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Counsel for AVL Instrumentation & Test Systems, Inc.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11  
:   
MOTORS LIQUIDATION COMPANY, *et al.* : Case No. 09-50026 (REG)  
f/k/a General Motors Corp., *et al.* :   
Debtors. : (Jointly Administered)  
-----x

**OBJECTION OF AVL INSTRUMENTATION & TEST SYSTEMS, INC. TO NOTICE  
OF (I) DEBTORS' INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY  
CONTRACTS, UNEXPIRED LEASES OF PERSONAL PROPERTY,  
AND UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY  
AND (II) CURE AMOUNTS RELATED THERETO**

AVL Instrumentation & Test Systems, Inc. ("AVL ITS"), a creditor and interested party, objects to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases and (II) Cure Amounts Related Thereto ("Assumption Notice") served upon by the above captioned debtors and debtors-in-possession (collectively, the "Debtors") pursuant to the Court's Bidding Procedures Order (Docket No. 274). In support of the objection, AVL ITS states:

1. The Debtors are parties to executory contracts with AVL ITS.
2. The Debtors have proposed assuming and assigning an unspecified executory software license contract with AVL ITS (the "Designated Contract").

3. AVL ITS objects to the Assumption Notice to the extent that no Cure Amount<sup>1</sup> is identified by the Debtors on the contract notice website.

4. Additionally, AVL ITS objects to the extent that no contract or vendor ID information is provided on the Debtors' contract notice website, thus precluding AVL ITS from determining which contract the Debtors intend to assume and assign.

5. AVL ITS also objects to the extent that the Debtors' Notice would allow payment of less than all pre-petition and post-petition obligations owed by Debtors to AVL ITS, as is required by § 365 of the Bankruptcy Code. *In re Burger Boys*, 94 F.3d 755, 763 (2<sup>nd</sup> Cir. 1996).

6. AVL ITS reserves any and all rights arising from or associated with the Designated Contract.

7. Because AVL ITS files this objection before having all necessary information regarding the Designated Contract or the proposed Cure Amount, AVL ITS reserves the right to amend this objection to include additional facts or arguments as may be determined by further investigation and also to raise such other and further objections to any proposed assumption and assignment or Cure Amount with respect to AVL ITS's Designated Contract

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<sup>1</sup> Capitalized terms not defined herein shall have the meaning assigned to them in the Second Assumption Notice.

WHEREFORE, AVL ITS respectfully requests that the Court enter an order (a) conditioning any assumption and assignment of the Designated Contract on full payment of all outstanding amounts due to AVL ITS, (b) reserving AVL ITS's rights in connection with any Designated Contract or any Cure Amount listed and (c) providing AVL ITS with such other and further relief as is appropriate.

Respectfully submitted,  
**KERR, RUSSELL AND WEBER, PLC**

By:/s/ P. Warren Hunt

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Dated: July 13, 2009

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11  
:   
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**CERTIFICATE OF SERVICE**

I hereby certify that on July 13, 2009, I electronically filed the foregoing Objection to the Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases and (II) Cure Amounts Related Thereto and this Certificate of Service with the Clerk of the Court using the ECF system which will send notification of such filing to all ECF participants. A copy of this document was also served on the following parties on July 13, 2009 via Federal Express mail:

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Attn: Diana G. Adams, Esq.

Chambers Copy

Hon. Robert E. Gerber  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green, Room 621  
New York, New York 10004-1408

/s/ P. Warren Hunt

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Dated: July 13, 2009